SEC 1972 (6/02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D PROCESSED

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.) DEFERRED FIRST YEAR COMMISSION PLAN FOR NEW YORK LIFE AGENTS WHO ARE ACCREDITED INVESTORS (2003 COMMISSIONS) Filing Under (Check box(es) that [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE apply): Type of Filing: [X] New Filing [ ] Amendment A. BASIC IDENTIFICATION DATA 04005427 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) New York Life Insurance Company (the "Company") (Number and Street, City, State, Zip Code) Telephone Number Address of Executive Offices (Including Area Code) (212) 576-7000 51 Madison Avenue, New York, New York 10010 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same Same

**Brief Description of Business** 

The Company is a mutual life insurance company.

1 of 9

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Type of Business Organiz [ ] corporation	[ ] limited partnership, alre	eady forme	[ x] other (please specify):				
[ ] business trust	[ ] limited partnership, to	be formed	NEW YORK MUTUAL LIFE INSURANCE COMP.				
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Actual or Estimated Date	of Incorporation or Organization:	[0]1] [4	]1]*	[x] Actual	[ ] Estimated		
Jurisdiction of Incorporation	n or Organization: (Enter two-lette CN for Canada; FN	er U.S. Post I for other fo	tal Sen oreign j	vice abbreviation jurisdiction)	on for State: [N][Y] *1841		

#### **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
    of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X]	Executive Officer	[X]	Director [ ]	General and/or Managing Partner
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B. INFORMATION ABOUT OFFERING												
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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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<sup>\*</sup> Estimated solely for the purpose of preparing this form. Each participant may defer up to 100% of their first year commissions received from the Company. They may also transfer up to 100% of the balance of certain other accounts held by the Company.

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[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
•	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)											
And the second second	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS											
4 5-4	Enter the aggregate offering price of securities included in this											
offerin	o and the	e total a	mount a	iready s	old. Ente	er "0" if a	nswer is:	"none"				
or "zer	o." If the	transac	tion is a	n excha	nge offe	ring, che	ck this b	ox " and	İ			
	nge and				11165 OF 11	ie securi	ides Onei	eu 101				
										4 .		
Т	ype of S	ecurity							Aggı Offerir	regate ng Price		nt Already Sold
D	ebt							•••	<b>\$</b> N/A		<b>\$</b> N/A	<u> </u>
Ε	quity						••••••••••••••••••••••••••••••••••••••	•••	\$N/A		\$_N/A	· .
C	onvertih				] Pref				<b>\$</b> N/A		<b>s</b> N/A	
Р	artnersh	ip Intere	ests						\$ N/A		\$ N/A	
С							sion Plan		· —	00,000**	\$	
							er ULOE		\$ 25,00	00,000	<b>a</b>	<del></del>
	,	4.00	, ippolia	,, <b></b>	,,,, 0,	mig and	J. 0202	•				
							vestors					
							egate doll 04, indica					
numbe	er of pers	sons wh	o have p	ourchase	ed securi	ties and	the aggr	egate				
	amount ( ' or "zero		ourcnase	es on the	total iin	es. Ente	r "0" if ar	iswer is				
											Aggreg	
									Number	Investors		Amount :hases
Α	ccredite	d Invest	ors				· · · · · · · · · · · · · · · · · · ·		138		\$ 25,00	
									N/A		·	/A
									N/A	<u> </u>	<b>5</b>	/A

Land Commence of the Commence

Answer also in Appendix, Column 4, if filing under ULOE.

<sup>\*\*</sup> Estimated solely for this form. Each participant may defer up to 100% of their first year commissions received from the Company. Each participant's election assumes a minimum compensation level of \$200,000 for the first year. Participants may also transfer up to 100% of the balance of certain other accounts held at the Company.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering		Dollar Amount Sold
Rule 505	N/A	\$N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	<b>\$</b> N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[x] \$	-0-
Printing and Engraving Costs	[x] \$	- 0 -
Legal Fees	[x] \$	5,500
Accounting Fees	[x] \$	- 0***
Engineering Fees	[x] \$	- 0 -
Sales Commissions (specify finders' fees separately)	[x] \$	- 0 -
Other Expenses (identify) Operational expenses	[X] \$	- 0 -
Total	[X] \$	5,500

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .............

24,994,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees Purchase of real estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
Repayment of indebtedness
Working capital  Other (specify): Deferred compensation for investment
Column Totals

Payments to Officers, Directors, & Affiliates  [3] \$0	Payments To Others				
[3] \$	[X] \$ <u>-0-</u>				
[}\$ <u>-0-</u>	[7] \$ -0-				
[X] \$	M \$ -0-				
[*] \$	[ <b>*</b> \$				
[X] \$ -0-	[X] <b>\$</b>				
[X] \$0-	[X] \$ -0-				
[x] \$ 24,994,500					
[ <sup>X</sup> ] \$	[X] <b>\$</b> -0-				
<b>S</b> 24,994,500	M \$ -0-				
[x] \$ 24,994,500					

<sup>\*\*\*</sup> All accounting expenses will be borne by the Company.

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

	^ /	
Issuer (Print or Type)	Signature //	Date
New York Life Insurance Company		January 12, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type	<del>)</del>
Gerard A. Rocchi	Senior Vice President	
	7	· · · · · · · · · · · · · · · · · · ·

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
I. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No	
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)  New York Life Insurance Company	Signature	Date January <u>12,</u> 2004
Name of Signer (Print or Type)	Title (Print or Type)	
Gerard A. Rocchi	Senior Vice President	

Instruction: